

21ST CENTURY HOLDING CO

Form 4

November 28, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAWSON MICHELE

2. Issuer Name **and** Ticker or Trading
Symbol
21ST CENTURY HOLDING CO
[TCHC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

**3661 WEST OAKLAND PARK
BLVD, SUITE 300**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/27/2006

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

LAUDERDALE LAKES, FL 33311

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/27/2006		S		100	D	\$ 27.53	9,100 ⁽¹⁾	I	In custodial acct for minor child
Common Stock	11/27/2006		S		100	D	\$ 27.54	9,000	I	In custodial acct for minor child
	11/27/2006		S		900	D		8,100	I	

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Common Stock					\$ 27.56			In custodial acct for minor child
Common Stock	11/27/2006	S	100	D	\$ 27.64	8,000	I	In custodial acct for minor child
Common Stock	11/27/2006	S	2,300	D	\$ 27.7	5,700	I	In custodial acct for minor child
Common Stock	11/27/2006	S	400	D	\$ 27.71	5,300	I	In custodial acct for minor child
Common Stock	11/27/2006	S	300	D	\$ 27.72	5,000	I	In custodial acct for minor child
Common Stock	11/27/2006	S	300	D	\$ 27.74	4,700	I	In custodial acct for minor child
Common Stock	11/27/2006	S	200	D	\$ 27.76	4,500	I	In custodial acct for minor child
Common Stock	11/27/2006	S	500	D	\$ 27.77	4,000	I	In custodial acct for minor child
Common Stock	11/28/2006	S	365	D	\$ 25.66	3,635	I	In custodial acct for minor child
	11/28/2006	S	100	D		3,535	I	

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Common Stock					\$ 25.71				In custodial acct for minor child
Common Stock	11/28/2006	S	400	D	\$ 25.75	3,135	I		In custodial acct for minor child
Common Stock	11/28/2006	S	110	D	\$ 25.76	3,025	I		In custodial acct for minor child
Common Stock	11/28/2006	S	100	D	\$ 25.83	2,925	I		In custodial acct for minor child
Common Stock	11/28/2006	S	100	D	\$ 25.88	2,825	I		In custodial acct for minor child
Common Stock	11/28/2006	S	300	D	\$ 25.89	2,525	I		In custodial acct for minor child
Common Stock	11/28/2006	S	100	D	\$ 25.93	2,425	I		In custodial acct for minor child
Common Stock	11/28/2006	S	400	D	\$ 26.2	2,025	I		In custodial acct for minor child
Common Stock	11/28/2006	S	200	D	\$ 26.21	1,825	I		In custodial acct for minor child
	11/28/2006	S	1,000	D		825	I		

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Common Stock					\$ 26.24				In custodial acct for minor child
Common Stock	11/28/2006		S	400	D	\$ 26.38	425	I	In custodial acct for minor child
Common Stock	11/28/2006		S	100	D	\$ 26.4	325	I	In custodial acct for minor child
Common Stock	11/28/2006		S	225	D	\$ 26.42	100	I	In custodial acct for minor child
Common Stock	11/28/2006		S	100	D	\$ 26.43	0	I	In custodial acct for minor child
Common Stock							386,321	D	
Common Stock							528,216	I	Held by spouse, Edward J. Lawson

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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Disposed
of (D)
(Instr. 3,
4, and 5)

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options				12/05/2006 ⁽²⁾	12/05/2011	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAWSON MICHELE 3661 WEST OAKLAND PARK BLVD, SUITE 300 LAUDERDALE LAKES, FL 33311				X

Signatures

Michele V. Lawson
11/28/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This Form 4 filed by Michele V. Lawson is a continuation of the sale of common stock from the custodial account of a minor child to
(1) which Mrs. Lawson is the custodian. The balance of TCHC common stock in the custodial account for a minor is 0 after reported transactions.

(2) The options vest 20% per year.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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